

Skadden Firm - By Matter

Pacific Gas & Electric Company, Case No. 01-30923 DM, filed 4/6/01.

UST Analysis - January 28, 2002

HOURS BILLED												
First Fee Application	2ND BILLING PERIOD						@	Cumulative Hours				
	Aug-01	Sep-01	Oct-01	01-Nov	Adjust Electronic to Fee App	Total Hours 2nd Period			Compare Hrs 2nd to Hrs 1st	To Date Apr thru Nov 2001		
Cumulative Hours	Aug-01	Sep-01	Oct-01	01-Nov	Adjust Electronic to Fee App	Total Hours 2nd Period	Compare Hrs 2nd to Hrs 1st	To Date Apr thru Nov 2001				
Apr-Jul-01	Aug-01	Sep-01	Oct-01	01-Nov	Adjust Electronic to Fee App	Total Hours 2nd Period	Compare Hrs 2nd to Hrs 1st	To Date Apr thru Nov 2001				
Plan of Reorganization	A & C	133.8	406.3	932.0	895.2	6.5	2,373.8	2,373.8				
WAPA Dispute	B	704.1	687.3	178.8	190.9	43.9	-44.3	2,373.8	1,760.7			
Transmission Asset								352.5				
Divestiture	C	244.2						(244.2)	244.2			
Transco		173.4						(173.4)	173.4			
Transmission Owner Tariffs		170.8	22.4	39.4	113.7	58.8	0.2	63.6	405.2			
WEPEX		8.9	17.5					8.6	26.4			
Contract Termination		7.0	47.6	24.0	22.1	1.0	0.5	88.2	102.2			
Total		1,308.4	908.6	648.5	1,258.7	998.9	-37.2	3,777.5	2,469.1	5,085.9		
Voluntary reduction after filing of fee application												
Less Disallowed Fees												
Adjusted Fees												

FEES BILLED												
First Fee Application	2ND BILLING PERIOD						@	Cumulative Fees				
	Aug-01	Sep-01	Oct-01	01-Nov	Adjust Electronic to Fee App	Total Fees 2nd Period			Compare Fees 2nd to Fees 1st	To Date Apr thru Nov 2001		
Cumulative Fees	Aug-01	Sep-01	Oct-01	01-Nov	Adjust Electronic to Fee App	Total Fees 2nd Period	Compare Fees 2nd to Fees 1st	To Date Apr thru Nov 2001				
Apr-Jul-01	Aug-01	Sep-01	Oct-01	01-Nov	Adjust Electronic to Fee App	Total Fees 2nd Period <th>Compare Fees 2nd to Fees 1st</th> <th>To Date Apr thru Nov 2001</th> <td></td> <td></td> <td></td> <td></td>	Compare Fees 2nd to Fees 1st	To Date Apr thru Nov 2001				
Plan of Reorganization	A & C	47,333	132,221	313,558	328,473	3,417	825,000	825,000				
WAPA Dispute	B	182,624	184,049	51,245	39,259	11,012	-5,708	279,856	97,232			
Transmission Asset												
Divestiture	C	86,234						0	(86,234)			
Transco		58,489						0	(58,489)			
Transmission Owner Tariffs		49,761	5,241	12,179	36,596	21,144	1,428	76,588	26,827			
WEPEX		3,124	3,349					3,349	225			
Contract Termination		2,730	15,847	9,420	7,952	480	214	33,912	31,182			
Total		382,962	255,818	205,064	397,364	361,108	-650	1,218,704	835,742	1,601,666		
Voluntary reduction after filing of fee application												
Less Disallowed Fees												
Adjusted Fees												

(Grouping by U.S. Trustee for Review Purposes)

EXHIBIT I

Page 1 of 1

HOURS BILLED										FEES BILLED									
Hourly Rates	Apr-Jul-01	CURRENT BILLING PERIOD					Total Hours Aug-Nov/01	Cumulative Hours To Date Aug thru Nov 2001	Apr-Jul-01	CURRENT BILLING PERIOD					Total Fees Aug-Nov/01	Cumulative Hours To Date Aug thru Nov 2001			
		Aug-01	Sep-01	Oct-01	Nov-01	Aug-01				Sep-01	Oct-01	Nov-01							
GAS																			
Dankner, D.	A	\$375	91.8	109.7	143.8	168.3	513.6	513.6		34,425	41,138	53,925	63,113	192,600	192,600				
Killion, F.		\$350	128.0	133.9	123.3	177.4	556.6	556.6		44,800	46,865	43,155	59,990	194,810	194,810				
Dennis, J.		\$275	158.3	138.4	133.8	189.7	620.2	620.2		43,533	38,060	36,795	52,168	170,555	170,555				
Hernandez, S.		\$245		75.5	25.5	132.3	233.3	233.3			18,498	6,248	32,414	57,159	57,159				
Gray, J.		\$175			23.0	64.8	87.8	87.8				4,025	11,340	15,365	15,365				
Sub-total, Gas			378.1	457.5	449.4	726.5	2,011.5	2,011.5		122,758	144,560	144,148	219,024	630,489	630,489				
NUCLEAR																			
Farraro, G.		\$350				13.0	13.0	13.0						4,550	4,550				
Repka, D.		\$325	50.6	96.8	109.3	144.3	401.0	401.0		16,445	31,444	35,523	46,898	130,309	130,309				
Horn, W.		\$300	15.4	8.0	7.0	3.3	33.7	33.7		4,620	2,400	2,100	990	10,110	10,110				
Wetterhahn, M.		\$325		0.3	7.3		7.6	7.6			98	2,373		2,470	2,470				
Krotts, J. - Of Counsel		\$325			1.0		1.0	1.0				325		325	325				
Cottingham, A. - Sr. Atty		\$290	0.2		0.2		0.2	0.2		52				52	52				
Fallon, S.		\$175				11.2	11.2	11.2					1,960	1,960	1,960				
Campbell, P.		\$180			0.5		0.5	0.5				118		118	118				
Poole, B.		\$190		30.8	24.0	3.0	57.8	57.8			5,852	4,560	570	10,982	10,982				
Fleming, C.		\$190	0.4			1.8	2.2	2.2		76			333	409	409				
Ratky, L.		\$225			12.8	4.6	17.4	17.4				2,880	1,035	3,915	3,915				
Sub-total, Nuclear			66.6	136.9	160.9	181.2	545.5	545.5		21,193	40,118	47,553	56,335	165,199	165,199				
HYDRO																			
Whitaker, J.		\$245/\$300	76.7	115.5	178.7	180.5	551.3	551.3		22,019	33,330	53,027	53,593	161,969	161,969				
Wen, W.		\$300/\$350	14.0	0.6	14.0	28.4	57.0	57.0		4,270	210	4,280	8,520	17,280	17,280				
Sub-total, Hydro			90.8	116.1	192.7	208.9	608.3	608.3		26,289	33,540	57,307	62,113	179,249	179,249				
OTHER																			
Blakemore, T.	B	\$425	2.3	1.7	0.5		4.5	4.5		978	723	213		1,913	1,913				
Agay, D.	B	\$190	9.0	7.2	14.0	5.2	35.4	35.4		1,710	1,368	2,660	988	6,726	6,726				
Wustlich, R.		\$300		0.5	64.4		64.9	64.9			150	19,320		19,470	19,470				
Campbell, M.		\$190		3.5			3.5	3.5				665		665	665				
Paralegals			77.1	70.0	91.3	147.5	385.9	385.9		8,499	7,829	10,002	16,143	42,473	42,473				
Special Fees - Diablo Canyon Group														3,651	3,651				
Sub-total, Other			88.4	81.2	169.7	152.7	489.7	489.7		11,187	10,735	32,195	17,131	74,897	74,897				
Total			623.7	791.7	972.7	1,269.2	3,654.9	3,654.9		181,426	228,953	281,202	354,602	1,049,833	1,049,833				
A = D. Dankner also attended inter-firm regulatory and Plan conferences.										Voluntary reduction in fee application									
B = Primarily retention and fee application matters.										-1,116									
										1,048,717									

A = D. Dankner also attended inter-firm regulatory and plan conferences.
 B = Primarily retention and fee application matters.

CSJ Attorneys - January 29, 2002

HOURS BILLED

	Hourly Rates	CURRENT BILLING PERIOD					Total Hours	Cumulative Hours To Date Aug thru Nov 2001
		Apr-Jul-01	Aug-01	Sep-01	Oct-01	Nov-01		
Partners								
Dankner, D.	A \$375		91.8	109.7	143.8	168.3	513.6	513.6
Killion, F.	A \$350		128.0	133.9	123.3	171.4	556.6	556.6
Farano, G.	\$350					13.0	13.0	13.0
Replek, D.	A \$325		50.6	96.8	109.3	144.3	401.0	401.0
Horn, W.	\$300		15.4	8.0	7.0	3.3	33.7	33.7
Blakemore, T.	\$425		2.3	1.7	0.5		4.5	4.5
Whittaker, J.	A \$245/\$300		76.7	115.5	178.7	180.5	551.3	551.3
N. J. W.	\$300/\$350		14.0	0.6	14.0	28.4	57.0	57.0
D. J.	A \$275		158.3	138.4	133.8	189.7	620.2	620.2
Wetternahn, M.	\$325			0.3	7.3		7.6	7.6
Wustich, R.	\$300			0.5	64.4		64.9	64.9
Counsel/Other								0.0
Knotts, J. - Of Counsel	\$325			1.0			1.0	1.0
Cottingham, A-Sr. Atty	\$290		0.2				0.2	0.2
Sub-total			537.2	606.4	782.1	898.9	2,824.5	2,824.5
Associates								
Agay, D.	\$190		9.0	7.2	14.0	5.2	35.4	35.4
Fallon, S.	\$175					11.2	11.2	11.2
Campbell, P.	\$190				0.5		0.5	0.5
Campbell, M.	\$190			3.5			3.5	3.5
Hernandez, S.	A \$245			75.5	25.5	132.3	233.3	233.3
Poole, B.	\$190			30.8	24.0	3.0	57.8	57.8
Dempsey, J.	\$175				23.0	64.8	87.8	87.8
F. J. C.	\$190		0.4		12.8	1.8	2.2	2.2
F.	\$225					4.6	17.4	17.4
Sub-total			9.4	117.0	99.8	222.9	449.1	449.1
Total Attorneys			546.6	723.4	881.9	1,121.7	3,273.5	3,273.5
Number of Active Attorneys			11	15	16	15		
Paralegals			77.1	70.0	91.3	147.5	385.9	385.9
Special Fees - Diablo Canyon Group								
Total			623.7	793.4	973.2	1,269.2	3,659.4	3,659.4

FEES BILLED

	Hourly Rates	CURRENT BILLING PERIOD					Total Fees	Cumulative Hours To Date Aug thru Nov 2001	Ratio of Senior Partners to Associates
		Apr-Jul-01	Aug-01	Sep-01	Oct-01	Nov-01			
Partners									
Dankner, D.	A \$375		34,425	41,138	53,925	63,113	192,600	192,600	
Killion, F.	A \$350		44,800	46,865	43,155	59,990	194,810	194,810	
Farano, G.	\$350					4,550	4,550	4,550	
Replek, D.	A \$325		16,445	31,444	35,523	46,898	130,309	130,309	
Horn, W.	\$300		4,620	2,400	2,100	990	10,110	10,110	
Blakemore, T.	\$425		978	723	213		1,913	1,913	
Whittaker, J.	A \$245/\$300		22,019	33,330	53,027	53,593	161,969	161,969	
N. J. W.	\$300/\$350		4,270	210	4,280	8,520	17,280	17,280	
D. J.	A \$275		43,533	38,060	36,795	52,168	170,555	170,555	
Wetternahn, M.	\$325			98	2,373		2,470	2,470	
Wustich, R.	\$300			150	19,320		19,470	19,470	
Counsel/Other								0	
Knotts, J. - Of Counsel	\$325			325			325	325	
Cottingham, A-Sr. Atty	\$290		52				52	52	
Sub-total			171,141	194,741	250,710	281,821	906,412	906,412	90.31%
Associates									
Agay, D.	\$190		1,710	1,368	2,660	988	6,726	6,726	
Fallon, S.	\$175					1,960	1,960	1,960	
Campbell, P.	\$190				118		118	118	
Campbell, M.	\$190			665			665	665	
Hernandez, S.	A \$245			18,498	6,248	32,414	57,159	57,159	
Poole, B.	\$190			5,852	4,560	570	10,982	10,982	
Dempsey, J.	\$175				4,025	11,340	15,365	15,365	
F. J. C.	\$190		76		333	409	409	409	
F.	\$225				2,880	1,035	3,915	3,915	
Sub-total			1,786	26,383	20,490	48,639	97,298	97,298	9.69%
Total Attorneys			172,927	221,124	271,200	338,460	1,003,710	1,003,710	100.00%
Number of Active Attorneys			11	15	16	15			
Paralegals			8,499	7,829	10,002	16,143	42,473	42,473	
Special Fees - Diablo Canyon Group							3,651	3,651	
Total			181,426	228,953	281,202	354,602	1,049,833	1,049,833	

A = Most active attorneys on PG&E matters.

Adjusted Fees

\$1,048,717

Voluntary reduction in fee application

-1,116

A = Most active attorneys on PG&E matters.

(Grouping by U.S. Trustee for Review Purposes)

	HOURS BILLED										FEES BILLED									
	2ND BILLING PERIOD					@					2ND BILLING PERIOD					@				
	First Fee Application Cumulative Hours	Aug-01	Sep-01	Oct-01	01-Nov	Total Hours 2nd Period Aug-Nov/01	Compare Hrs 2nd to Hrs 1st	Cumulative Hours To Date Apr thru Nov 2001			First Fee Application Cumulative Fees	Aug-01	Sep-01	Oct-01	01-Nov	Total Fees 2nd Period Aug-Nov/01	Compare Fees 2nd to Fees 1st	Cumulative Fees To Date Apr thru Nov 2001		% of Fees by Matter
GENERAL BANKRUPTCY MATTERS																				
Case Admin., UST Compliance	839.2	121.8	84.6	120.4	252.7	579.5	-259.7	1,418.7			\$263,076	\$20,480	\$8,092	\$26,009	\$77,546	\$132,127	-\$130,949	\$395,203		
Fees/Employment Application	164.0	79.7	102.8	77.6	22.8	282.9	118.9	446.9			64,544	23,123	39,328	34,189	6,355	102,985	38,451	167,539		
Employment Objections	53.5	2.4	9.3	22.8	12.0	46.5	-7.0	100.0			25,319	1,113	4,431	10,970	4,210	20,723	-4,596	46,042		
Marketing Travel	92.0	0	0	8	0	8.4	-83.6	100.4			37,256	0	0	4,203	0	4,203	-33,053	41,459		
Sub-total	1,148.7	203.9	196.7	223.2	287.5	917.3	-231.4	2,066.0			\$390,195	\$44,716	\$51,851	\$75,371	\$88,110	\$280,048	-\$130,148	\$650,243		16.53%
COMMITTEE, DISCLOSURE STATEMENT & PLAN																				
Meeting of Creditors (Committee)	516.3	6.9	5.3	33.9	20.8	66.9	-449.4	583.2			280,969	3,943	3,154	19,373	11,746	38,216	-242,754	319,185		
Asset Analysis & Recovery	101.0	33.9	43.5	47.2	21.4	146.0	45.0	247.0			24,154	13,709	18,315	20,355	10,968	63,347	39,193	87,501		
Plan and Disclosure Statement	297.6	230.6	331.6	286.0	428.1	1,276.2	978.6	1,573.6			161,118	128,498	186,698	141,321	196,168	652,685	491,567	813,803		
Plan - Regulatory Implementation & Consumption	4.7	73.4	73.0	98.2	139.8	384.4	384.4	384.4			2,719	38,039	38,482	41,084	62,340	179,944	179,944	179,944		
Tax Issues	919.6	5.3	0	0	1.0	6.3	1.6	11.0			\$468,960	3,048	0	0	575	3,623	904	6,342		
Sub-total, Plan		350.1	453.4	465.3	611.1	1,879.8	960.2	2,799.4			\$187,235	\$246,648	\$222,133	\$281,797	\$937,813	\$468,853	\$1,406,773	35.98%		
CLAIMS ADMIN. & OBJECTIONS																				
CPUC, DWR, State of California, ISO and CAL PX	14.2	10.6	21.3	5.7	27.9	65.5	51.3	79.7			\$7,832	\$5,571	\$10,221	\$3,094	\$12,645	\$31,531	\$23,699	\$39,363		1.01%
Business Operations																				
Business Analysis	1,314.8	119.7	14.0	70.5	30.0	234.2	-1,080.6	1,548.9			489,134	39,256	7,710	30,419	13,125	90,510	-398,625	579,644		
Regulation	219.1	9.1	5.4	1.2		15.7	-203.4	234.8			66,581	5,362	2,803	714		8,879	-57,702	75,450		
Regulatory/FERC	1,117.5	7.7	28.4	35.6	15.6	87.3	-1,030.2	1,204.8			477,728	4,057	14,887	14,593	7,525	41,061	-436,667	518,789		
State Regulatory/CPUC	Previously included	15.2	15.1	86.0	19.6	135.9	135.9	135.9			6,923	6,212	31,685	10,547		55,367	55,367	55,367		
Legislative	2,651.3	46.7	43.4	5.1	2.0	97.2	97.2	97.2			59,542	28,492	36,511	18,163		142,708	142,708	142,708		
Sub-total		331.8	174.1	305.7	113.8	925.4	-1,726.0	3,576.7			\$1,033,443	\$132,634	\$77,348	\$115,029	\$49,729	\$374,740	-\$658,703	\$1,408,184		36.01%
POWER PRODUCERS AND SUPPLIERS																				
Asset Disposition (Executive Contracts)	100.6	24.6	21.6	17.0	1.2	64.4	-36.2	165.0			41,773	11,913	10,787	8,768	554	32,021	-9,752	73,794		
Stay Litigation	482.9	29.8	70.2	15.7	5.8	121.5	-361.4	804.4			237,504	12,672	32,216	7,242	2,554	54,723	-182,782	292,227		
Sub-total	583.5	54.4	91.8	32.7	7.0	185.9	-397.6	769.4			\$279,277	\$24,585	\$43,003	\$16,009	\$3,148	\$86,744	-\$192,534	\$366,021		9.36%

EXHIBIT K-1

(Grouping by U.S. Trustee for Review Purposes)

UST Analysis - January 15, 2002

CSI Analysis - January 10, 2002

HOURS BILLED									
First Fee Application Cumulative Hours	2ND BILLING PERIOD					Total Hours 2nd Period Aug-Nov/01	@ Compare Hrs 2nd Apr thru to Hrs. 1st Nov 2001	Cumulative Hours To Date Apr thru Nov 2001	
	Aug-01	Sep-01	Oct-01	01-Nov					
Apr-Jul-01									
0.2	0	0	0	0	0	0	-0.2	0.2	
35.6	0	0	0	0	0	0	-35.6	35.6	
24.7	0	0	0	0	0	0	-24.7	24.7	
21.3	0	0	0	0	0	0	-21.3	21.3	
5.8	0	0	0	0	0	0	-5.8	5.8	
87.6	0.0	0.0	0.0	0.0	0.0	0.0	-87.6	87.6	
5,404.9	950.8	937.3	1,038.6	1,047.3		3,973.9	-1,431.1	9,378.8	
OTHER MATTERS									
Analysis	0	0	0	0	0	0	-0.2	0.2	
Consulting	0	0	0	0	0	0	-35.6	35.6	
Employee Benefits/Pensions	0	0	0	0	0	0	-24.7	24.7	
Financing (Cash Collateral)	0	0	0	0	0	0	-21.3	21.3	
Data Analysis	0	0	0	0	0	0	-5.8	5.8	
Sub-total	87.6	0.0	0.0	0.0	0.0	0.0	-87.6	87.6	

Less Disallowed Fees
Adjusted Fees

Rounding Adjustments

Note A

21.

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-71,144
839,220

HOURS BILLED

	Hourly Rates	2ND BILLING PERIOD												Cumulative Hours
		Application Cumulative Hours	②						Total Hours	Compare Hrs. 2nd To Hrs. 1st	To Date Apr thru Nov 2001			
			Aug-01	Sep-01	Oct-01	Nov-01	Aug-Nov-01							
Moore, Partner	\$595	669.4	80.7	133.3	122.6	120.4	457.0	-212.4	1,126.4					
Aronzon, Partner	\$595	449.3	161.8	211.2	138.5	146.7	658.2	208.9	1,107.5					
Fco, Partner	\$595	292.1	61.0	55.4	37.6	30.4	184.4	-107.7	476.5					
Diamond, Partner	\$595	112.0	2.2	8.2	0.4		10.8	-101.2	122.8					
Ponkvar, Partner	\$595	0.8					0.0	-0.8	0.8					
Friedman, Partner	\$575	3.9	5.3	10.7		1.0	17.0	13.1	20.9					
Wertlieb, Partner	\$525	0.0				1.5	1.5	1.5	1.5					
Marks, Partner	\$450	472.3	71.6	35.6	45.9	45.6	198.7	-273.6	671.0					
Kreller, Partner	\$420/\$450	See below			10.5	4.2	14.7	14.7	14.7					
Ortner, Of Counsel	\$490	65.7	33.9	19.2	81.2	73.0	207.3	-65.7	65.7					
Mer, Of Counsel	\$470	292.4					0.0	-85.1	499.7					
son, Of Counsel	\$420	3.6		1.5			1.5	-2.1	5.1					
Sub-total		2,361.5	416.5	475.1	436.7	422.8	1,751.1	-610.5	4,112.6					
Neufeld, Assoc.	\$435	173.1	26.4	8.3	1.8	55.4	91.9	-81.2	256.0					
Sorochinsky, Assoc.	\$420	552.5	114.3	162.4	156.7	200.2	633.6	81.1	1,186.1					
Dayen, Assoc.	\$420	13.0	24.2	42.5	45.4	8.5	120.6	107.6	133.6					
Kreller, Assoc.	\$420	64.5	12.6	4.8			17.4	-47.1	81.9					
Dhillon, Assoc.	\$420	54.2					0.0	-54.2	54.2					
Grigorian, Assoc.	\$420	0	13.7		37.0		50.7	50.7	50.7					
Zolkin, Assoc.	\$420	0	4.9			3.3	8.2	8.2	8.2					
McSpadden Assoc.	\$415	263.2	120.8	118.5	86.7	54.9	380.9	117.7	644.1					
Unruhant, Assoc.	\$385	269.1	11.1	6.8	8.3	45.7	71.9	-197.2	341.0					
Gooding, Assoc.	\$385	187.6			0.5		0.5	-187.1	188.1					
Jackson, Assoc.	\$385	31.5					0.0	-31.5	31.5					
Bain, Assoc.	\$385	0					0.0	0.0	0.0					
Gautier, Assoc.	\$385	13.2					0.0	-13.2	13.2					
Bhalia, Assoc.	\$385	0.0				14.5	14.5	14.5	14.5					
Cho, Assoc.	\$350	77.3	19.2	3.2			22.4	-54.9	99.7					
Coy, Assoc.	\$350	72.6					0.0	-72.6	72.6					
Song, Assoc.	\$350	1.0					0.0	-1.0	1.0					
Lites, Other	\$330	8.1					0.0	-8.1	8.1					
Maitturn, Assoc.	\$325	44.8					0.0	-44.8	44.8					
Chae, Assoc.	\$295	0		9.5	70.0	13.4	92.9	92.9	92.9					
Michalchuk, Assoc.	\$295	38.7					0.0	-38.7	38.7					
Assoc.	\$295	0					119.6	119.6	119.6					
Assoc.	\$295	33.1			38.4	81.2	0.0	-33.1	33.1					
Assoc.	\$295	22.7					0.0	-22.7	22.7					
Hambiel, Assoc.	\$295	0.0					14.1	14.1	14.1					
Oliveira, Assoc.	\$240	12.1					0.0	-12.1	12.1					
Ha, Assoc.	\$200	0			42.3	3.8	46.1	46.1	46.1					
Rodriguez, Assoc.	\$200	0			16.2		16.2	16.2	16.2					
Schwartz, Other	\$185	146.9	12.0	7.5	6.2	4.5	30.2	-116.7	177.1					
Sub-total		2,079.1	359.2	363.5	509.5	499.5	1,731.7	-347.4	3,810.8					
Total Attorneys		4,440.6	775.7	838.6	946.2	922.3	3,482.8	-957.9	7,923.4					
Number of Active Attorneys			17	17	19	20								
Summer Associates		556.3	49.3				49.3	-507.1	605.6					
Legal Assistants/Other		93.3	42.6	28.6	22.4	42.2	135.8	42.5	229.0					
Case Clerk		314.8	83.2	70.1	70.0	82.8	306.1	-8.7	620.9					
Total		5,405.0	950.8	937.3	1,038.6	1,047.3	3,973.9	-1,431.1	9,378.8					

(Note A)

Note A: 2nd Period figures include the firm's voluntary reduction to 8-11/01 fees to comply with Judge Montali's 12/12/01 Memorandum Decision.

Less Disallowed Fees
 Adjusted Fees

-71,144
 2,148,352

(Note A)

1,690,874
 3,839,226

-71,144
 3,839,226

(Grouping by U.S. Trustee for Review Purposes)

HOURS BILLED											FEES BILLED										
First Fee Application Cumulative Hours	2ND BILLING PERIOD					Total Hours 2nd Period Aug-Nov/01	Compare Hrs 2nd to Hrs. 1st	Cumulative Hours To Date Apr thru Nov 2001	First Fee Application Cumulative Fees	2ND BILLING PERIOD					Total Fees 2nd Period Aug-Nov/01	Compare Fees 2nd to Fees 1st	Cumulative Fees To Date Apr thru Nov 2001	% of Fees by Matter			
	Aug-01	Sep-01	Oct-01	01-Nov	Aug-01					Sep-01	Oct-01	01-Nov									
General Bankruptcy Matters																					
Bankruptcy Reporting	285.6	34.7	8.1	36.2	24.5	103.5	-182.1	389.1	\$94,817	\$11,176	\$3,003	\$11,738	\$9,663	\$35,578	-\$59,239	\$130,395					
Coordinating with Debtor	117.7	15.1	5.1	3.9	3.2	27.3	-90.4	145	58,522	5,599	1,890	1,632	1,238	10,358	-48,165	68,880					
Extra-net Web Site	222	2.6				2.6	-219.4	224.6	64,278	570				570	-63,708	64,848					
Fee Matters & Applications	269.9	13.1	103.4	14.9	5.8	137.2	-132.7	407.1	63,850	5,589	29,538	5,856	2,420	43,403	-20,448	107,253					
Professional Compensation Mtrs	125.4			33.8		33.8	-91.6	159.2	55,587			15,528		15,528	-40,059	71,115					
Professional Fee Review						148	148	148						41,105	41,105	41,105					
Travel Time	132		2	3		5	-127	137	52,316		800	1,785		2,585	-49,731	54,901					
Sub-total	1152.6	65.5	118.6	91.8	33.5	457.4	-695.2	1610	\$389,370	\$22,934	\$35,230	\$36,538	\$19,320	\$149,126	-\$240,244	\$538,496	17.55%				
Committee, Disclosure Stunt and Plan																					
Committee Matters	469.6	73.3	85.2	88.4	35	281.9	-187.7	751.5	244,079	39,812	46,359	46,722	18,963	151,855	-92,224	395,934					
Sub-committee Matters	180.4	37.5	65.4	100.3	32.4	235.6	55.2	416	87,836	19,506	22,537	30,099	14,020	86,162	-1,674	173,998					
Professional Fee Review						-148	-148	-148						-41,105	-41,105	-41,105					
Plan of Reorganization	190.4	94.1	126.5	67.3	47.9	335.8	145.4	526.2	103,375	48,162	62,899	35,629	23,225	169,914	66,539	273,289					
low Sales/Valuation Issues	336.5	120.5	12.2	117.3	7.9	257.9	-78.6	594.4	136,999	38,093	5,419	32,034	3,111	78,656	-58,344	215,655					
Financial Statements	119.4	26.9	5.1	29.7	23.2	84.9	-34.5	204.3	41,878	10,204	2,127	11,090	10,580	34,001	-7,877	75,879					
Financial Statement Modeling	89.7	19.2	34.9	1.9	12.7	68.7	-21	158.4	33,637	6,656	11,253	333	4,673	22,913	-10,724	56,550					
Tax Matters	207.1	149.4	121.4	20.2	63.3	354.3	147.2	561.4	74,531	59,464	43,704	7,839	22,192	133,198	58,667	207,729					
Sub-total	1593.1	558.7	451.2	540.6	267.1	1669.6	76.5	3262.7	\$722,335	\$242,578	\$194,544	\$211,707	\$114,516	\$722,235	-\$100	\$1,444,570	47.09%				
Claims Resolution Process																					
Claims Analysis	51.7	20.9	13.9	55.9	46.2	136.9	85.2	188.6	\$21,133	\$8,008	\$6,428	\$18,186	\$21,991	\$54,612	\$33,479	\$75,745	2.47%				

Pricewaterhouse - Matter by Focus Areas

(Grouping by U.S. Trustee for Review Purposes)

Pacific Gas & Electric Company, Case No. 01-30923 DM, filed 4/6/01.

UST Analysis - February 7, 2002

	HOURS BILLED							FEES BILLED							% of Fees by Matter	
	First Fee Application Cumulative Hours Apr-Jul01	2ND BILLING PERIOD				@	Cumulative Hours To Date Apr thru Nov 2001	First Fee Application Cumulative Fees Apr-Jul01	2ND BILLING PERIOD				@	Cumulative Fees To Date Apr thru Nov 2001		
		Aug-01	Sep-01	Oct-01	01-Nov				Total Hours 2nd Period Aug-Nov/01	Compare Hrs 2nd to Hrs. 1st	37,104	37,135				37,165
JC,DWR, State of Calif., ISO and CAL PX																
Financial Grid Load Modeling	622.8	9.1		4		13.1	-609.7	635.9	210,495	4,294		1,705		5,999	-204,496	216,494
CPUC Review	250.6	45.8	65.1	93.3	114.4	318.6	68	569.2	104,639	21,546	29,251	38,228	41,283	130,307	25,668	234,946
DWR Contracts /Analysis	237.2	120.4	127.1	66.6	157.5	471.6	234.4	708.8	88,675	49,114	39,756	24,712	47,813	161,394	72,719	250,069
FERC Review	46.3	9.8		6.4	7.9	24.1	-22.2	70.4	18,726	3,435		2,640	4,396	10,471	-8,255	29,197
Legislative Review	99.5	17.6	8.3	2	1.7	29.6	-69.9	129.1	41,178	6,860	4,001	650	1,012	12,522	-28,656	53,700
Sub-total	1256.4	202.7	200.5	172.3	281.5	857	-399.4	2113.4	\$463,713	\$85,249	\$73,008	\$67,934	\$94,503	\$320,693	\$143,021	\$784,406
																25.57%
Power Producers and Suppliers																
Executive/Contracts Analysis	426.4	23.2	4.5	8.6	1.3	37.6	-388.8	464	\$180,244	\$10,735	\$2,199	\$3,769	\$701	\$17,404	\$162,841	\$197,648
																6.44%
Other Matters																
Issues-Ben./Retention	13.7					0	-13.7	13.7	6,074					0	-6,074	6,074
Matters	51	13.2	1.8			15	-36	66	16,684	3,281	785			4,066	-12,618	20,750
Sub-total	64.7	13.2	1.8	0	0	15	-49.7	79.7	\$22,758	\$3,281	\$785	\$0	\$0	\$4,066	\$18,692	\$26,824
																0.87%
TOTAL	4544.9	884.2	790.5	869.2	629.6	3173.5	-1371.4	7118.4	\$1,799,553	\$372,783	\$312,193	\$338,128	\$245,031	\$1,268,134	-\$531,419	\$3,067,687
																100.00%

Less Disallowed Fees
Adjusted Fees

-186,022
\$1,613,531

-186,022
\$2,881,665

Note A

NOTE A: Firm's formal fee application is \$52,564 less than its Aug-Nov cover sheet applications due to a voluntary reduction to comply with court's 12/12/01 memorandum decision. Firm also states it voluntarily excluded an additional \$27,150 in extrant programming expenses from both its cover sheet applications and formal fee application.

Pricewaterhouse - By Matter - Most \$ to Least \$
 Pacific Gas & Electric Company, Case No. 01-30923 DM, filed 4/6/01.
 UST Analysis - February 7, 2002

HOURS BILLED										FEES BILLED									
First Fee Application Cumulative Hours	2ND BILLING PERIOD					Total Hours 2nd Period	@ Compare Hrs 2nd to Hrs. 1st	Cumulative Hours To Date Apr thru Nov 2001		First Fee Application Cumulative Fees	2ND BILLING PERIOD					Total Fees 2nd Period	@ Compare Fees 2nd to Fees 1st	Cumulative Fees To Date Apr thru Nov 2001	% of Fees by Matter
	Aug-01	Sep-01	Oct-01	01-Nov	Aug-Nov/01						Aug-01	Sep-01	Oct-01	Nov-02	Aug-Nov/01				
469.6	73.3	85.2	88.4	35.0	281.9	-187.7	751.5	244,079	39,812	46,359	46,722	18,963	151,855	-92,224	395,934	12.91%			
190.4	94.1	126.5	67.3	47.9	335.8	145.4	526.2	103,375	48,162	62,899	35,629	23,225	169,914	66,539	273,289	8.91%			
237.2	120.4	127.1	66.6	157.5	471.6	234.4	708.8	88,675	49,114	39,756	24,712	47,813	161,394	72,719	250,069	8.15%			
250.6	45.8	65.1	93.3	114.4	318.6	68.0	569.2	104,639	21,546	29,251	38,228	41,283	130,307	25,668	234,946	7.66%			
622.8	9.1		4.0		13.1	-609.7	635.9	210,495	4,294		1,705		5,999	-204,496	216,494	7.06%			
336.5	120.5	12.2	117.3	7.9	257.9	-78.6	594.4	136,999	38,093	5,419	32,034	3,111	78,656	-58,344	215,655	7.03%			
207.1	149.4	121.4	20.2	63.3	354.3	147.2	561.4	74,531	59,464	43,704	7,839	22,192	133,198	58,667	207,729	6.77%			
426.4	23.2	4.5	8.6	1.3	37.6	-388.8	464.0	180,244	10,735	2,199	3,769	701	17,404	-162,841	197,648	6.44%			
180.4	37.5	65.4	100.3	32.4	235.6	55.2	416.0	87,836	19,506	22,537	30,099	14,020	86,162	-1,674	173,998	5.67%			
285.6	34.7	8.1	36.2	24.5	103.5	-182.1	389.1	94,817	11,176	3,003	11,738	9,663	35,578	-59,239	130,395	4.25%			
269.9	13.1	103.4	14.9	5.8	137.2	-132.7	407.1	63,850	5,589	29,538	5,856	2,420	43,403	-20,448	107,253	3.50%			
119.4	37.8	0.5	115.5	44.7	198.5	198.5	198.5		20,682	248	47,958	17,755	86,642	86,642	86,642	2.82%			
51.7	26.9	5.1	29.7	23.2	84.9	-34.5	204.3	41,878	10,204	2,127	11,090	10,580	34,001	-7,877	75,879	2.47%			
125.4	20.9	13.9	55.9	46.2	136.9	85.2	188.6	21,133	8,008	6,428	18,186	21,991	54,612	33,479	75,745	2.47%			
117.7	15.1	5.1	33.8	3.2	33.8	-91.6	159.2	55,587			15,528		15,528	-40,059	71,115	2.32%			
222.0	2.6		3.9		27.3	-90.4	145.0	58,522	5,599	1,890	1,632	1,238	10,358	-48,165	68,880	2.25%			
89.7	19.2	34.9	1.9	12.7	68.7	-21.0	158.4	33,637	570				570	-63,708	64,848	2.11%			
132.0		2.0	3.0		5.0	-127.0	137.0	52,316	6,656	11,253	333	4,673	22,913	-10,724	56,550	1.84%			
99.5	17.6	8.3	2.0	1.7	29.6	-69.9	129.1	41,178	6,860	800	1,785	1,012	2,585	-49,731	54,901	1.79%			
46.3	9.8		6.4	7.9	24.1	-22.2	70.4	18,726	3,435	4,001	650	1,012	12,522	-28,656	53,700	1.75%			
51.0	13.2	1.8			15.0	-36.0	66.0	16,684	3,281	785	2,640	4,396	10,471	-8,255	29,197	0.95%			
13.7					0.0	-13.7	13.7	6,074					0	-6,074	6,074	0.20%			
4544.9	884.2	790.5	869.2	629.6	3173.5	-1371.4	7718.4	\$1,799,553	\$372,783	\$312,193	\$338,128	\$245,031	\$1,268,134	-\$531,419	\$3,067,687	100.00%			

Less Disallowed Fees
 Adjusted Fees

-186,022
 \$1,613,531

Note A

-186,022
 \$2,881,665

NOTE A: Firm's formal fee application is \$52,564 less than its Aug-Nov cover sheet applications due to a voluntary reduction to comply with court's 12/12/01 memorandum decision. Firm also states it voluntarily excluded an additional \$27,150 in extranet programming expenses from both its cover sheet applications and formal fee application.

Pricewaterhouse - By Accountant

Pacific Gas & Electric Company, Case No. 01-30923 DM, filed 4/6/01.

UST Analysis - January 15, 2002

HOURS BILLED

DIRECTORS & PARTNERS	Hourly Rates	Application Hours Apr-Jul-01	2ND BILLING PERIOD						Cumulative Hours To Date Apr thru Nov 2001
			Aug-01	Sep-01	Oct-01	Nov-01	Aug-Nov-01	Compare Hrs. 2nd to Hrs. 1st	
			Total Hours	Total Hours	Total Hours	Total Hours	Total Hours	Total Hours	
Ho	\$450	537.7	92.6	78.0	72.0	91.0	333.6	-204.1	871.3
Lumsden	\$595	431.0	111.3	67.5	71.6	38.9	289.3	-141.7	720.3
Hamilton	\$640	216.0	94.0	68.0	53.0	30.7	245.7	29.7	461.7
Reiss	\$595	288.2	47.7	54.1	52.7	38.5	193.0	-95.3	481.2
McManus	\$495		15.6	0.5	24.0	5.6	40.1	40.1	40.1
Pelless	\$595	8.9	12.9	5.3	7.6	5.6	31.4	22.5	40.3
Ke...	\$595				1.0		1.0	1.0	1.0
Rudolph	\$640	51.3					0.0	-51.3	51.3
Drzeniecki	\$595	3.8					0.0	-3.3	3.8
Drzeniecki	\$495	164.0					0.0	-164.0	164.0
McClellan	\$450	2.5					0.0	-2.5	2.5
Schulte	\$450	39.0					0.0	-39.0	39.0
Sub-total, Partners & Directors		1,742.4	374	273	282	205	1,134	-608.4	2,876.5
% to Total		38.34%					35.74%		37.22%

MANAGERS, SR ASSOCIATES AND ASSOCIATES

Young	Manager	\$375	564.0	151.2	145.9	139.6	146.2	582.9	18.9	1,146.9
Vandervoort	Manager	\$375	144.0	70.0	6.0	8.4	5.5	89.9	-54.1	233.9
Lu	Manager	\$400	8.5			34.8	20.0	54.8	46.3	63.3
Mount	Manager	\$400			20.5	3.5	24.0	24.0	24.0	24.0
Wainwright	Manager	\$375					0.5	20.5	20.5	20.5
Forge	Manager	\$375			9.0	3.0		12.0	12.0	12.0
Neis	Senior Assoc.	\$325	603.3	145.8	160.6	181.8	156.6	644.8	41.5	1,248.1
Chen	Senior Assoc.	\$325				37.7	14.8	52.5	52.5	52.5
Lin	Senior Assoc.	\$300			18.0			34.0	34.0	34.0
Lin	Senior Assoc.	\$300	121.0	0.5				0.5	-120.5	121.5
Sin	Associate	\$175			51.3	129.2	78.5	259.0	259.0	259.0
Ortwein	Associate	\$200	276.2	71.5	52.5	12.0		136.0	-140.2	412.2
Burns	Associate	\$250		38.9	31.0			69.9	69.9	69.9
Perfit	Associate	\$200	284.6	32.2	19.3	1.3	2.8	55.6	-229.0	340.2
Lau	Associate	\$200			3.0			3.0	3.0	3.0
Other Mgrs, Associates - Page 2			800.9					0.0	-800.9	800.9
Sub-total, Managers & Associates			2,802.5	510.1	517.1	587.3	424.9	2,039.4	-763.1	4,841.9
% to Total			61.66%					64.26%		62.73%
Number of Accountants			13	17	19	13				
TOTAL			4,544.9	884.2	790.5	869.2	629.6	3,173.5	-1,371.5	7,718.4

Less Disallowed Fees

Adjusted Fees

\$1,613,511

\$1,613,511

FEES BILLED

1st Fee Cumulative Fees	2ND BILLING PERIOD						Cumulative Fees
						Total Fees	
	©						
Apr-Jul-01	Aug-01	Sep-01	Oct-01	Nov-01	Aug-Nov-01	Compare Fees 2nd to Fees 1st	To Date Apr thru Nov 2001
\$241,965	\$41,670	\$35,100	\$32,400	\$40,950	\$150,120	-\$91,845	\$392,085
256,445	66,224	40,163	42,602	23,146	172,134	-84,312	428,579
138,240	60,160	43,520	33,920	19,648	157,248	19,008	295,488
171,479	28,382	32,190	31,357	22,878	114,805	-56,674	286,284
5,296	7,722	248	11,880	0	19,850	19,850	19,850
	7,676	3,154	4,522	3,332	18,683	13,388	23,979
	0	0	595	0	595	595	595
32,832	0	0	0	0	0	-32,832	32,832
2,261	0	0	0	0	0	-2,261	2,261
81,180	0	0	0	0	0	-81,180	81,180
1,125	0	0	0	0	0	-1,125	1,125
17,550	0	0	0	0	0	-17,550	17,550
\$948,373	\$211,833	\$154,373	\$157,276	\$109,953	\$633,434	-\$314,938	\$1,581,807
52.70%						49.95%	51.56%
211,500	56,700	54,713	52,350	54,825	218,588	7,088	430,088
54,000	26,250	2,250	3,150	2,063	33,713	-20,288	87,713
3,400	0	0	13,920	8,000	21,920	18,520	25,320
	0	8,200	1,400	0	9,600	9,600	9,600
	0	0	7,500	188	7,688	7,688	7,688
	0	3,375	1,125	0	4,500	4,500	4,500
196,073	47,385	52,195	59,085	50,895	209,560	13,488	405,633
	0	0	12,253	4,810	17,063	17,063	17,063
	0	5,400	4,800	0	10,200	10,200	10,200
36,300	150	0	0	0	150	-36,150	36,450
	0	8,978	22,610	13,738	45,325	45,325	45,325
55,240	14,300	10,500	2,400	0	27,200	-28,040	82,440
	9,725	7,750	0	0	17,475	17,475	17,475
56,920	6,440	3,860	260	560	11,120	-45,800	68,040
	0	600	0	0	600	600	600
237,728					0	-237,728	237,728
\$851,161	\$160,950	\$157,820	\$180,853	\$135,078	\$634,700	-\$216,461	\$1,485,861
47.30%						50.05%	48.44%
\$1,799,533	\$372,783	\$312,193	\$138,128	\$245,031	\$1,268,134	-\$531,399	\$3,067,667

Less Disallowed Fees

Adjusted Fees

\$2,881,645

\$2,881,645

NOTE A: Firm's formal fee application is \$52,564 less than its Aug-Nov cover sheet applications due to a voluntary reduction to comply with court's 12/12/01 memorandum decision. Firm also states it voluntarily excluded an additional \$27,150 in extranet programming expenses from both its cover sheet applications and formal fee application.

Pricewaterhouse - By Accountant

Pacific Gas & Electric Company, Case No. 01-30923 DM, filed 4/6/01.

UST Analysis - January 15, 2002

HOURS BILLED										FEES BILLED																																															
⑤										⑥																																															
2ND BILLING PERIOD										2ND BILLING PERIOD																																															
1st Fee Application Cumulative Hours			Total Hours				Compare Hrs. 2nd to Hrs. 1st			Cumulative Hours To Date Apr thru Nov 2001			1st Fee Application Cumulative Fees			Total Fees				Compare Fees 2nd to Fees 1st			Cumulative Fees To Date Apr thru Nov 2001																																		
Apr-Jul-01			Aug-01				Sep-01				Oct-01				Nov-01				Aug-Nov/01				Apr-Jul-01			Aug-01				Sep-01				Oct-01				Nov-01				Aug-Nov/01															
															</																																										

82
97 FERC ¶ 61,082UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

Before Commissioners: Pat Wood, III, Chairman;
William L. Massey, Linda Breathitt,
and Nora Mead Brownell.

Pacific Gas & Electric Company

Docket No. ER01-1639-000

ORDER AFFIRMING INITIAL DECISION

(Issued October 24, 2001)

This case is before the Commission on exceptions to an initial decision issued in this proceeding on September 21, 2001. 96 FERC ¶ 63,043 (2001). At issue is whether the proposed amendments filed by Pacific Gas and Electric (PG&E) to Contract No. 14-06-200-2948A (Contract 2948A),¹ which is a long-standing agreement with Western Area Power Administration (Western), is barred under the Mobile-Sierra doctrine. In this order, we largely affirm the reasoning and findings of the presiding judge, and, accordingly, reject the proposed amendments as not allowed under the parties' pre-existing agreements. Our action here carries out the parties' pre-existing contractual commitments.

Background

Contract 2948A governs the interconnection of PG&E's and Western's transmission and distribution systems and the integration of their loads and resources. Contract 2948A allows Western to integrate PG&E's fossil-fuel fired generation with its own hydropower generation and deliver this "firmed" energy to preference customers – generally government and municipal entities – pursuant to Federal reclamation law. In return, PG&E receives access to surplus hydro generation, which has been less expensive than PG&E's fossil fuel-fired generation.

¹The parties entered into the original Contract 2948A in 1967. There have been three subsequent modifications. The three modifications are: (1) the 1995 Letter of Agreement, dated July 31, 1995; (2) the PDC Settlement Agreement, dated December 31, 1992; and (3) the Energy Account No. 2 and Capacity Account Repurchase Rate Agreement – the February 7, 1992 Letter Agreement (1992 Letter Agreement).

DOCKETED
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EXHIBIT M

Docket No. ER01-1639-000

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The Instant Proceeding

On March 29, 2001, PG&E filed under section 205 of the Federal Power Act (FPA), 16 U.S.C. § 824d (1994), proposed amendments to Contract 2948A and other related agreements. PG&E stated that electric industry restructuring in California and, in particular, the changes in resources available to PG&E as a result of divesting of much of its generation, have had "a drastic impact on the value" of Contract 2948A to both parties.² In the aftermath of the divestiture of its generation, according to PG&E, it can meet neither its own retail peak demand nor Western's needs without significant purchases from the market. In addition to increased market costs from purchases, PG&E has faced what it described as unforeseen costs and difficulties arising from the California Independent System Operator (ISO) serving as control area operator. Now PG&E must purchase from the ISO those services PG&E formerly provided to Western from its own resources. PG&E stated that Contract 2948A does not provide adequate recovery of these costs and other new costs arising from PG&E's new scheduling coordinator (SC) responsibilities. PG&E identified these changes, among others, as necessitating its section 205 filing.

PG&E sought Commission approval to amend Contract 2948A to recover the additional costs associated with its energy purchase and SC obligations, and to update the transmission rates to reflect current revenue requirements. Historically, the rates have been based on thermal production costs. The amended rates, terms, and conditions would transfer to Western the costs associated with energy purchases and control area services, and update base transmission rates to reflect current PG&E revenue requirements. PG&E stated that it has section 205 rights to seek Commission approval to change Contract 2948A, under Article 32 and a five-year window provision in the contract that reopened April 1, 2001. Moreover, according to PG&E, the 1992 Letter Agreement gives it the right to make section 205 changes and modify load-shaping rates.

Numerous parties protested PG&E's filing. Most argued that the PG&E filing violated the terms of Contract 2948A and should be rejected as violating the Mobile-Sierra doctrine.³

In its order establishing a hearing, 95 FERC ¶ 61,273, reh'g denied, 96 FERC ¶ 61,102 (2001), the Commission conditionally accepted PG&E's amendments and made

²Transmittal Letter at 2.

³See *United Gas Pipe Line Co. v. Mobile Gas Service Corp.*, 350 U.S. 332 (1956); *FPC v. Sierra Pacific Power Co.*, 350 U.S. 348 (1956).

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them effective on October 28, 2001, subject to refund, and set the filing for hearing. The Commission left it to the presiding judge to determine how best to structure the proceedings, and, on September 21, 2001, the presiding judge issued a partial initial decision on the Mobile-Sierra issue raised in this proceeding. Briefs on Exceptions were filed by the California Public Utilities Commission (CPUC), Commission Staff, PG&E, Western, and the Western Customer Group and the United States Bureau of Reclamation (jointly). Briefs Opposing Exceptions were filed by the CPUC and PG&E (jointly), Commission Staff, Western, and the Western Customer Group.

Discussion

The sole issue addressed by the judge is whether PG&E has the contractual right to make this section 205 filing under its agreements with Western. Briefly stated, the presiding judge determined that PG&E lacks the contractual right to make this section 205 filing under Contract 2948A or under the 1992 Letter Agreement; the section 205 filing made by PG&E exceeds the section 205 rights granted in the applicable provisions of Contract 2948A and the 1992 Letter Agreement. As a result, the presiding judge found that PG&E has violated the Mobile-Sierra doctrine.

Generally speaking, the substantive arguments before us on exceptions can be organized into two groups: (1) challenges raised by PG&E and the CPUC regarding PG&E's claimed right to seek a unilateral change in energy rates under Contract 2948A and the 1992 Letter Agreement; and (2) challenges raised by Western, the CPUC, and the Western Customer Group and the United State Bureau of Reclamation regarding various findings in the initial decision that are not essential to the holding. In addition, all briefing parties express their views whether PG&E should be required to submit a compliance filing that deletes the portions of its proposal that are barred by the Mobile-Sierra doctrine, or, instead, whether PG&E should be allowed to make a new filing.

The Commission has reviewed the record, the initial decision, and the briefs. Based on our review, we find that the initial decision properly and persuasively resolves

Docket No. ER01-1639-000

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the Mobile-Sierra issue and other findings highlighted on exceptions.⁴ Accordingly, we affirm the presiding judge's findings as to the substantive issues raised on exceptions.

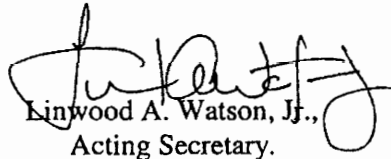
As for the remedy, the presiding judge recommends that PG&E be required to submit a compliance filing that deletes the portions of the proposal barred by the Mobile-Sierra doctrine. In the alternative, the presiding judge recommends rejecting the current proposal in its entirety and allowing PG&E to make a new filing that conforms with the Commission's findings. We believe that the alternative remedy proposed by the presiding judge – rejecting the original filing as inconsistent with the Mobile-Sierra doctrine – offers the most appropriate resolution in this instance. A new filing will allow PG&E the opportunity to make a filing consistent with its pre-existing contractual commitments, and thus a filing properly before the Commission.

The Commission orders:

The Initial Decision is hereby affirmed, as discussed in the body of this Order, and the proposed amendments are hereby rejected.

By the Commission.

(S E A L)



Linwood A. Watson, Jr.,
Acting Secretary.

⁴The initial decision found that California's restructuring constituted "governmental action" that "necessitate[d] or result[ed] in" divestiture and the rate filing at issue here. 96 FERC at 65,287. Since we find that PG&E is barred under the Mobile-Sierra doctrine from making the filing at issue here, see id. at 65,288-90 (PG&E's proposed changes are not within the scope of the parties' pre-existing contractual commitments), we need not reach the initial decision's finding on California's restructuring.

97 FERC ¶ 61,335

UNITED STATES OF AMERICA
FEDERAL ENERGY REGULATORY COMMISSION

Before Commissioners: Pat Wood, III, Chairman;
William L. Massey, Linda Breathitt,
and Nora Mead Brownell.

Pacific Gas & Electric Company

Docket No. ER01-1639-003

ORDER DENYING REHEARING

(Issued December 21, 2001)

This case is before the Commission on a request for rehearing by Pacific Gas and Electric Company (PG&E) of an order issued in this proceeding on October 24, 2001. Pacific Gas & Electric Co., 97 FERC ¶ 61,082 (2001) (October Order). That order largely affirmed the reasoning and findings of an initial decision issued September 21, 2001, Pacific Gas & Electric Co., 96 FERC ¶ 63,043 (2001), which concluded that the Mobile-Sierra doctrine barred PG&E from making its Federal Power Act (FPA) section 205 rate filing. We deny PG&E's request for rehearing.

Background

At issue are proposed amendments filed by Pacific Gas and Electric (PG&E) to Contract No. 14-06-200-2948A (Contract 2948A),¹ which is a long-standing agreement with Western Area Power Administration (Western). Contract 2948A governs the interconnection of PG&E's and Western's transmission and distribution systems and the integration of their loads and resources.

On March 29, 2001, PG&E filed under FPA section 205, 16 U.S.C. § 824d (1994), proposed amendments to Contract 2948A and other related agreements. PG&E sought Commission approval to amend Contract 2948A to recover additional costs

¹The parties entered into the original Contract 2948A in 1967. There have been three subsequent modifications. The three modifications are: (1) the 1995 Letter of Agreement, dated July 31, 1995; (2) the PDC Settlement Agreement, dated December 31, 1992; and (3) the Energy Account No. 2 and Capacity Account Repurchase Rate Agreement – the February 7, 1992 Letter Agreement (1992 Letter Agreement).

01226-1137-1

Docket No. ER01-1639-003

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associated with energy purchases and other obligations, and to update the transmission rates to reflect current revenue requirements.

In its order establishing a hearing, Pacific Gas & Electric Co., 95 FERC ¶ 61,273, reh'g denied, 96 FERC ¶ 61,102 (2001), the Commission left it to the presiding judge to determine how best to structure the hearing. The presiding judge phased the hearing and, on September 21, 2001, issued a partial initial decision on the Mobile-Sierra issue. The presiding judge determined that PG&E lacks the contractual right to make this section 205 filing under Contract 2948A or under the 1992 Letter Agreement; the section 205 filing made by PG&E exceeds the section 205 rights granted in the applicable provisions of Contract 2948A and the 1992 Letter Agreement. As a result, the presiding judge found that PG&E had violated the Mobile-Sierra doctrine. The October Order largely affirmed the reasoning and findings in the initial decision; PG&E was not permitted under the Mobile-Sierra doctrine to make the filing at issue. See 97 FERC at 61,397.

Discussion

In the October Order, the Commission found that the initial decision properly and persuasively resolved the Mobile-Sierra issue. The Commission rejected the arguments to the contrary presented in PG&E's briefs.

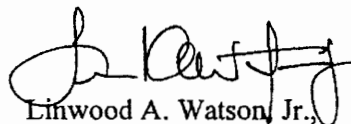
On rehearing, PG&E presents the same arguments it offered in its brief on exceptions. PG&E presents nothing new that would cause us to reach a different conclusion than that found in our October Order. Accordingly, we will deny rehearing.

The Commission orders:

PG&E's request for rehearing is hereby denied.

By the Commission.

(S E A L)


Linwood A. Watson, Jr.,
Acting Secretary.

SKADDEN FIRM - LEGAL ASSISTANTS				
2ND FEE APPLICATION, 8/01 - 11/01				
	Hours	Hourly Rate	Fees	
MA DENNISON	324	120	36,216	
PAUP SE	0.3	150	45	
QURESHI NF	0.5	150	75	
VAN BUITEN LA	1.1	150	165	
DILLON J	6	150	900	Reduce by \$16,523:
CHAFFIN, JR. JW	1.2	150	180	
ALONZO MA	2.5	150	375	(A) Reduce clerical services - 235.4 hours to \$40.00 per hour - \$15,803 reduction
PATTERSON CM	10.8	140/150	1,516	(B) Adjust for apparent double-billing (Dennison) - \$720
BOUR MJ	3.5	140	490	
LANKFORD AC	2	140	180	
YOUNG DJ	1.8	140	252	
FRIEDMAN E	5	120	600	
YAO AG	3.8	120	456	
HIXON DH	86	75	7,755	
JORDAN K	3.1	75	233	
MAYER DA	9.2	75/105	726	
GUY M	5.8	65	377	
	466.6		50,541	
SKADDEN LEGAL ASSISTANTS				
APPEARS TO BE CLERICAL/SECRETARIAL IN NATURE				
09/10/2001 PAUP SE	0.1	\$150.00	15	PRINT OUT PRINTED FERC SERVICE LIST FOR DENNISON RE: ER00-2360
08/23/2001 PAUP SE	0.1	\$150.00	15	PRINT OUT PRINTED FERC SERVICE LIST FOR HIXSON, D RE: ER01-1639
09/14/2001 PAUP SE	0.1	\$150.00	15	PRINT OUT PRINTED FERC SERVICE LIST FOR A. YAO RE: ER01-1639
11/28/2001 QURESHI NF	0.5	\$150.00	75	PROOFREAD BACK-TO-BACK AGREEMENT BETWEEN ETTRANS AND PACIFIC GAS AND ELECTRIC
08/03/2001 VAN BUITEN LA	0.4	\$150.00	60	SEARCH FOR/OBTAIN/ORDER DOCKETING STATEMENTS AND FAX TO ATTORNEY
08/10/2001 VAN BUITEN LA	0.2	\$150.00	30	SEARCH FOR/OBTAIN/ORDER PROCEDURAL ORDER
10/22/2001 DILLON J	6	\$150.00	900	ASSEMBLE FERC CONTRACTS
10/02/2001 CHAFFIN, JR. JW	0.2	\$150.00	30	PRINT OUT DOCKET SHEETS FOR DC CIR 01-1381, 9TH CIR. 01-71251
08/20/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
08/21/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
08/24/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
08/27/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
08/30/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
09/17/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
09/18/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
09/19/2001 CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639

10/09/2001	CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
11/20/2001	CHAFFIN, JR. JW	0.1	\$150.00	15	CREATE SERVICE LIST (LABELS) FOR ER01-1639
11/02/2001	ALONZO MA	2.5	\$150.00	375	PROOFREAD AND COMPARE FOR CONSISTENCY NORTHERN POWER AGENCY INTERCONNECTION AGREEMENTS
09/21/2001	PATTERSON CM	0.1	\$150.00	15	COMMUNICATE/COORDINATE WITH EDC DOCUMENT SERVICE TO OBTAIN ALL PLEADINGS IN EL98-44-000, ER99-3145-00
09/17/2001	LANFORD AC	2	\$140.00	280	PREPARE DISTRIBUTION OF ANSWER TO STAFF'S RESPONSE TO PROPOSED INITIAL DECISION TO SERVICE LISTS
08/08/2001	YOUNG DJ	1.8	\$140.00	252	DELIVER/DISTRIBUTE RTO HEARING DOCUMENTS TO ATTORNEY ATTENDING FERC HEARING
11/28/2001	BOUR MJ	3.5	\$140.00	490	PROOFREAD BACK-TO-BACK AGREEMENT BETWEEN ETRANS AND PACIFIC GAS AND TRANSMISSION AVAILABILITY AGREEMENT
08/01/2001	DENNISON MA	1	\$120.00	120	DRAFT/REVISE TRANSMITTAL LETTER
09/10/2001	DENNISON MA	4	\$120.00	480	ASSEMBLE PARTIAL SETTLEMENT OFFER FOR FILING AND SERVICE
09/10/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE SETTLEMENT OFFER TO FERC
10/10/2001	DENNISON MA	1.5	\$120.00	180	ASSEMBLE DOWNLOAD AND DISTRIBUTE RECENT FERC ORDERS TO ATTORNEYS
10/25/2001	DENNISON MA	1	\$120.00	120	PREPARE PLEADINGS BINDER AND CREATE INDEX FOR 9TH CIRCUIT APPEAL
10/25/2001	DENNISON MA	1	\$120.00	120	PREPARE DISTRIBUTION OF EXCERPT OF THE RECORD TO FERC TRIAL STAFF AND CLIENT
10/26/2001	DENNISON MA	2.5	\$120.00	300	MAINTAIN/CREATE/UPDATE PLEADINGS BINDER AND INDEX FOR APPEAL PROCEEDING
10/29/2001	DENNISON MA	1.5	\$120.00	180	MAINTAIN/CREATE/UPDATE COMPLETE PLEADINGS FILES BY CONTACTING COURT, AND CLIENT
11/12/2001	DENNISON MA	1	\$120.00	120	MAINTAIN/CREATE/UPDATE PLEADINGS FILES, INCLUDING CONTACT CLIENT FOR MISSING DOCS.
11/29/2001	DENNISON MA	0.5	\$120.00	60	PREPARE DISTRIBUTION OF EXCERPT OF THE RECORD AND ADDENDUM TO OPENING BRIEF TO CLIENT
10/26/2001	DENNISON MA	1.5	\$120.00	180	ORGANIZE/INDEX RATE SCHEDULES OF PGE
10/29/2001	DENNISON MA	5	\$120.00	600	PROOFREAD GENERATOR INTERCONNECTION AGREEMENT
10/30/2001	DENNISON MA	5.5	\$120.00	660	PROOFREAD GENERATOR INTERCONNECTION AGREEMENT AND PGE AND ETRANS INTERCONNECTION AGREEMENT
10/31/2001	DENNISON MA	1	\$120.00	120	PROOFREAD PGE ETRANS INTERCONNECTION AGREEMENT
11/02/2001	DENNISON MA	1	\$120.00	120	ORGANIZE/INDEX RATE SCHEDULES FOR PGE
08/01/2001	DENNISON MA	2.5	\$120.00	300	PREPARE NEW SETS OF CASE FILES FOR E. RUNYON
08/06/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE TIME STAMPED COPIES OF REPLY BRIEF TO CLIENT AND ATTORNEYS
08/06/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE COPIES OF DRAFT DECISIONS TO ATTORNEYS
08/06/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE REPLY BRIEF TO FERC
08/13/2001	DENNISON MA	3.5	\$120.00	420	MAINTAIN/CREATE/UPDATE BINDERS OF OTHER PARTIES' SUMMARY MOTIONS, CASES CITED IN PGE/R'S MOTION, AND
08/15/2001	DENNISON MA	7	\$120.00	840	ASSEMBLE CASE FILES AND PRESENTATION MATERIALS TO BRING TO FERC FOR ORAL ARGUMENTS
08/15/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE DISCOVERY FILES
08/16/2001	DENNISON MA	8.5	\$120.00	120	DELIVER/DISTRIBUTE PLEADING TO J. MOOT
08/17/2001	DENNISON MA	8.5	\$120.00	156	PREPARE CASE FILES TO BE BROUGHT TO FERC
08/20/2001	DENNISON MA	4.5	\$120.00	540	PROOFREAD LETTER RE: SETTLEMENT PROCEEDINGS AND PUT IN LETTER FORMAT
08/20/2001	DENNISON MA	3.3	\$120.00	396	DELIVER/DISTRIBUTE LETTER FILING TO FERC AND OFFICIAL SERVICE LIST (INCLUDING ELECTRONIC SERVICE)
08/21/2001	DENNISON MA	2	\$120.00	240	PREPARE DISTRIBUTION OF DEPOSITION FILING TO SERVICE LIST
08/21/2001	DENNISON MA	2.5	\$120.00	300	ASSEMBLE HARRISON CALL DEPOSITION FOR FILING AT FERC
08/21/2001	DENNISON MA	2	\$120.00	240	PREPARE DISTRIBUTION OF DEPOSITION FILING TO SERVICE LIST
08/21/2001	DENNISON MA	2.5	\$120.00	300	MAINTAIN/CREATE/UPDATE PLEADINGS BINDERS, TRANSCRIPT FILES, AND DISCOVERY
08/22/2001	DENNISON MA	2	\$120.00	240	PREPARE DISTRIBUTION OF DEPOSIT TO SERVICE LIST
08/23/2001	DENNISON MA	1.5	\$120.00	180	MAINTAIN/CREATE/UPDATE DISCOVERY FILES AND PLEADINGS BINDERS
09/04/2001	DENNISON MA	4	\$120.00	480	MAINTAIN/CREATE/UPDATE DISCOVERY FILES AND PLEADINGS FILES
09/05/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE PLEADINGS FILES
09/05/2001	DENNISON MA	1	\$120.00	120	REVIEW FERC WEBSITE FOR NEW PLEADINGS
09/07/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE PLEADINGS FILES

09/10/2001	DENNISON MA	1.5	\$120.00	180	MAINTAIN/CREATE/UPDATE PLEADINGS FILES BY USING RIMS
09/12/2001	DENNISON MA	3.5	\$120.00	420	MAINTAIN/CREATE/UPDATE DEPOSITIONS WITH CHANGES/CORRECTIONS
09/13/2001	DENNISON MA	1.5	\$120.00	180	ASSIST WITH FERC FILING OF REQUEST FOR POSTPONEMENT OF SETTLEMENT CONFERENCE BY PREPARING SIGNATURE
09/17/2001	DENNISON MA	3.8	\$120.00	456	MAINTAIN/CREATE/UPDATE PLEADINGS FILES AND TESTIMONY BINDERS
09/17/2001	DENNISON MA	3	\$120.00	360	ASSEMBLE ANSWER TO STAFF RESPONSE TO PROPOSED INITIAL DECISION FOR FILING AT FERC
09/17/2001	DENNISON MA	2	\$120.00	240	PREPARE DISTRIBUTION OF ANSWER TO STAFF RESPONSE TO PROPOSED INITIAL DECISION TO OFFICIAL SERVICE LIST
09/18/2001	DENNISON MA	1.2	\$120.00	144	REVIEW FERC WEBSITE FOR FILINGS
09/18/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE ANSWERS TO EMERGENCY FILING AND UNAUTHORIZED PLEADING TO FERC AND SPIEGEL MCDIAR
09/18/2001	DENNISON MA	2	\$120.00	240	PREPARE DISTRIBUTION OF ANSWER TO EMERGENCY FILING TO OFFICIAL SERVICE LIST
09/19/2001	DENNISON MA	2.5	\$120.00	300	ASSEMBLE REVISED PROPOSED INITIAL DECISION FOR FILING AT FERC
09/19/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE PROPOSED INITIAL DECISION TO FERC
09/19/2001	DENNISON MA	2	\$120.00	240	PREPARE DISTRIBUTION OF OFFICIAL SERVICE OF PROPOSED INITIAL DECISION FILING
09/19/2001	DENNISON MA	0.5	\$120.00	60	DELIVER/DISTRIBUTE REVISED VERSIONS OF PAGE DEPOSITIONS TO COPY CENTER AND ATTORNEYS
09/19/2001	DENNISON MA	1	\$120.00	120	MAINTAIN/CREATE/UPDATE PLEADINGS BINDER
09/20/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE PLEADINGS FILES
09/21/2001	DENNISON MA	3	\$120.00	360	COMMUNICATE/COORDINATE WITH ATTORNEYS, EDC DOCUMENT SERVICE AND CLIENT RE: ISSUANCE OF INITIAL DECI
09/24/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE PLEADINGS FILES
09/25/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE PLEADINGS FILES
10/01/2001	DENNISON MA	2	\$120.00	240	MAINTAIN/CREATE/UPDATE PLEADINGS BINDER
10/01/2001	DENNISON MA	0.5	\$120.00	60	COMMUNICATE/COORDINATE WITH CLIENT RE: SERVICE OF BRIEF ON EXCEPTIONS
10/02/2001	DENNISON MA	1.5	\$120.00	180	PREPARE DISTRIBUTION OF OFFICIAL SERVICE OF BRIEF TO BE SENT OUT ON 10/5/01
10/04/2001	DENNISON MA	2	\$120.00	240	PROOFREAD BRIEF ON EXCEPTIONS
10/04/2001	DENNISON MA	1.3	\$120.00	156	ASSEMBLE FILING ATTACHMENTS FOR BRIEF ON EXCEPTIONS
10/05/2001	DENNISON MA	1.3	\$120.00	156	PREPARE DISTRIBUTION OF ELECTRONIC SERVICE OF BRIEF TO OFFICIAL LIST
10/05/2001	DENNISON MA	1	\$120.00	120	PROOFREAD BRIEF ON EXCEPTIONS
10/05/2001	DENNISON MA	2	\$120.00	240	ASSIST WITH FERC FILING OF BRIEF ON EXCEPTIONS BY ASSEMBLING FILING AND COORDINATING WITH CLIENT AND
10/05/2001	DENNISON MA	0.5	\$120.00	60	DELIVER/DISTRIBUTE BRIEF TO FERC
10/05/2001	DENNISON MA	2	\$120.00	240	DELIVER/DISTRIBUTE BRIEF TO OFFICIAL SERVICE LIST
10/08/2001	DENNISON MA	1.5	\$120.00	180	MAINTAIN/CREATE/UPDATE PLEADINGS BINDERS
10/08/2001	DENNISON MA	4	\$120.00	480	ORGANIZE/INDEX BRIEFS OF OPPOSING PARTIES INTO BINDERS
10/10/2001	DENNISON MA	2.5	\$120.00	300	PROOFREAD BRIEF OPPOSING EXCEPTIONS
10/10/2001	DENNISON MA	1.5	\$120.00	180	PREPARE DISTRIBUTION OF OFFICIAL SERVICE ENVELOPES FOR FRIDAY
10/11/2001	DENNISON MA	0.5	\$120.00	60	PROOFREAD BRIEF OPPOSING EXCEPTIONS
10/12/2001	DENNISON MA	1.3	\$120.00	156	PREPARE DISTRIBUTION OF BRIEF OPPOSING EXCEPTIONS TO SERVICE LIST THROUGH E-MAIL AND FIRST CLASS MAIL
10/12/2001	DENNISON MA	1	\$120.00	120	DELIVER/DISTRIBUTE BRIEF OPPOSING EXCEPTIONS TO FERC
10/15/2001	DENNISON MA	4	\$120.00	480	MAINTAIN/CREATE/UPDATE PLEADINGS FILES WITH BRIEFS OPPOSING EXCEPTIONS
10/18/2001	DENNISON MA	1.5	\$120.00	180	PREPARE DISTRIBUTION OF COPY AND SEND ADDENDUM AND EXCEPT OF THE RECORD TO CLIENT
10/24/2001	DENNISON MA	4	\$120.00	480	REVIEW MONITOR FERC MEETING FOR DISCUSSION OF DRAFT ORDER
10/24/2001	DENNISON MA	1.5	\$120.00	180	DELIVER/DISTRIBUTE DRAFT ORDER TO CLIENT AND ATTORNEYS
10/25/2001	DENNISON MA	0.5	\$120.00	60	MAINTAIN/CREATE/UPDATE PLEADINGS BINDER
11/12/2001	DENNISON MA	0.8	\$120.00	96	COMMUNICATE/COORDINATE WITH D. HIXSON RE: LAST WEEK'S DEVELOPMENTS AND CHECK FOR NEW PLEADINGS ON F
11/16/2001	DENNISON MA	1	\$120.00	120	ORGANIZE/INDEX OLD DUPLICATE DOCUMENTS AND FILE CASE MATERIALS
11/21/2001	DENNISON MA	1.5	\$120.00	180	PREPARE DISTRIBUTION OF OFFICIAL SERVICE OF REQUEST FOR REHEARING

11/21/2001	DENNISON MA	2.6	\$120.00	312 ASSIST WITH FERC FILING OF REQUEST FOR REHEARING BY ASSEMBLING FILING, PROOFREADING, AND PREPARING APP
11/21/2001	DENNISON MA	1	\$120.00	120 DELIVER/DISTRIBUTE REQUEST FOR REHEARING TO FERC
11/26/2001	DENNISON MA	0.5	\$120.00	60 ORGANIZE/INDEX REQUEST FOR REHEARING IN FILES AND WITH C. GRGURICH
11/30/2001	DENNISON MA	1	\$120.00	120 REVIEW OLD CASE FILES FOR DUPLICATES AND DISCARD
10/23/2001	HIXSON DH	3.9	\$105.00	410 ORGANIZE/INDEX BOXES OF PAGE CONTRACTS
10/25/2001	HIXSON DH	0.8	\$105.00	84 MAINTAIN/CREATE/UPDATE LISTING OF PAGE CONTRACTS ON PAGE'S MASTER LIST BUT NOT IN SKADDEN'S FILES
09/21/2001	HIXSON DH	0.5	\$105.00	53 DELIVER/DISTRIBUTE INITIAL DECISION TO K. BARAN, J. MOOT, E. RUNYON, AND FAX TO CLIENT
08/07/2001	HIXSON DH	0.5	\$75.00	38 ORGANIZE/INDEX TRANSCRIPTS OF DEPOSITIONS/HEARINGS
08/10/2001	HIXSON DH	0.9	\$75.00	68 DELIVER/DISTRIBUTE COPIES OF REPLY TO MOTION FOR SUMMARY DISPOSITION TO COUNSEL AND RETRIEVE THEIR FI
08/10/2001	HIXSON DH	2.4	\$75.00	180 PREPARE DISTRIBUTION OF REPLY TO MOTION FOR SUMMARY DISPOSITION FOR COURIERS TO DELIVER
08/17/2001	HIXSON DH	0.8	\$75.00	60 PREPARE DISTRIBUTION OF CROSS-ANSWERING TESTIMONY TO CLIENT
08/17/2001	HIXSON DH	0.9	\$75.00	68 DELIVER/DISTRIBUTE CROSS-ANSWERING TESTIMONY TO FERC
08/23/2001	HIXSON DH	1.3	\$75.00	98 PREPARE DISTRIBUTION OF LETTER TO KOJI RE: FUNDING TO SERVICE LIST
08/24/2001	HIXSON DH	0.2	\$75.00	15 PREPARE MEMO TO M. DENNISON DETAILING TODAY'S ACTIVITY IN THE PAGE CASE
08/24/2001	HIXSON DH	3.1	\$75.00	233 PREPARE DISTRIBUTION OF MOTION FOR APPOINTMENT OF SETTLEMENT JUDGE TO SERVICE LIST
08/24/2001	HIXSON DH	0.8	\$75.00	60 DELIVER/DISTRIBUTE MOTION FOR APPOINTMENT OF SETTLEMENT JUDGE TO FERC
08/24/2001	HIXSON DH	1.2	\$75.00	90 PREPARE DISTRIBUTION OF LETTER TO KOJI RE: FUNDING TO SERVICE LIST
08/24/2001	HIXSON DH	0.4	\$75.00	30 COMMUNICATE/COORDINATE WITH PACIFIC GAS AND ELECTRIC COMPANY RE: DISTRIBUTION OF FILINGS TO THE SERV
08/24/2001	HIXSON DH	0.3	\$75.00	23 DELIVER/DISTRIBUTE MOTION FOR APPOINTMENT OF SETTLEMENT JUDGE AND LETTER TO KOJI RE: FUNDING VIA FAX
08/27/2001	HIXSON DH	2.1	\$75.00	158 PREPARE DISTRIBUTION OF MOTION OF PAGE TO MODIFY TREATMENT OF JOINT REVIEW ISSUE IN PROPOSED DECISION
08/27/2001	HIXSON DH	0.8	\$75.00	60 DELIVER/DISTRIBUTE MOTION OF PAGE TO MODIFY TREATMENT OF JOINT REVIEW ISSUE IN PROPOSED DECISION TO
08/28/2001	HIXSON DH	1.2	\$75.00	90 MAINTAIN/CREATE/UPDATE INDEX AND BINDERS OF PLEADINGS IN DOCKET ER01-1639 AND DELIVER UPDATED INDEX A
08/31/2001	HIXSON DH	0.7	\$75.00	53 DELIVER/DISTRIBUTE INITIAL DECISION TO FERC
08/31/2001	HIXSON DH	0.8	\$75.00	60 MAINTAIN/CREATE/UPDATE PAGE PLEADINGS BINDERS AND INDEX
08/31/2001	HIXSON DH	2.4	\$75.00	180 PREPARE DISTRIBUTION OF INITIAL DECISION TO SERVICE LIST
08/31/2001	HIXSON DH	0.2	\$75.00	15 DRAFT/REVISE CERTIFICATE OF SERVICE FOR INITIAL DECISION
08/31/2001	HIXSON DH	0.2	\$75.00	15 COMMUNICATE/COORDINATE WITH DISTRIBUTION SERVICES REGARDING COPY OF INITIAL DECISION THE COURIER W
08/31/2001	HIXSON DH	0.8	\$75.00	60 PROOFREAD INITIAL DECISION
11/29/2001	JORDAN K	0.6	\$75.00	45 PROOFREAD TRANSMISSION AVAILABILITY AGREEMENT
11/20/2001	JORDAN K	2.5	\$75.00	188 PROOFREAD/FULL READ OF REQUEST FOR REHEARING (APPROX. 40 PAGES)
08/07/2001	MAYER DA	2	\$75.00	150 SEARCH FOR/OBTAIN/ORDER PHONE AND FAX NUMBERS FOR DISTRIBUTION OF NINTH CIRCUIT MOTION TO CONSOLIT
08/07/2001	MAYER DA	2	\$75.00	150 PREPARE DISTRIBUTION OF NINTH CIRCUIT MOTION TO CONSOLIDATE TO SERVICE LIST
08/11/2001	MAYER DA	0.5	\$75.00	38 DELIVER/DISTRIBUTE VERIFICATION AND CERTIFICATE OF SERVICE FORMS TO PAGE
10/12/2001	MAYER DA	1.2	\$105.00	126 ASSEMBLE ANSWER OF PACIFIC GAS AND ELECTRIC COMPANY TO MOTION TO REJECT AND PROTEST OF THE NORTHERN
09/19/2001	BUY M	1.2	\$65.00	78 DELIVER/DISTRIBUTE COMMENTS TO FERC FOR FILING
09/24/2001	BUY M	2	\$65.00	130 SEARCH FOR/OBTAIN/ORDER SEVERAL FERC ORDERS USING NECESSARY CCH VOLUMES
08/17/2001	BUY M	1.6	\$65.00	104 DELIVER/DISTRIBUTE PLEADING DOCUMENTS AND OTHER MATERIALS FOR HEARING TO FERC HEARING ROOM
10/12/2001	BUY M	1	\$65.00	65 DELIVER/DISTRIBUTE ANSWER TO MOTION TO REJECT AND PROTEST TO FERC FOR FILING
TOTAL		235.4		25,219
Compare to \$40/hr.		235.4	\$40.00	9,416
Adjustment				-15,803
APPEAR TO BE DUPLICATE ENTRIES				

08/21/2001	DENNISON MA	2.5	\$120.00	300	ASSEMBLE HARRISON CALL DEPOSITION FOR FILING AT FERC
08/21/2001	DENNISON MA	8.5	\$120.00	120	MEET WITH K. BARAN TO DISCUSS ORAL ARGUMENTS AND ALJ ORDERS
08/21/2001	DENNISON MA	2.5	\$120.00	300	MAINTAIN/CREATE/UPDATE PLEADINGS BINDERS, TRANSCRIPT FILES, AND DISCOVERY
		13.5		720	
SERVICES APPEAR TO BE PARALEGAL IN NATURE					
08/29/2001	IVAN BUTTEN LA	0.5	\$150.00	75	CONDUCT RESEARCH RE: POSSIBLE CHANGES TO AMERICAN TRANSMISSION COMPANY'S OPEN ACCESS TARIFF BY SEAR
09/21/2001	PATTERSON CM	0.3	\$150.00	45	SEARCH FOR/Obtain /ORDER IN SASMAF LIBRARY REPORTER VERSION OF FERC ORDERS
08/07/2001	PATTERSON CM	1	\$140.00	140	CONDUCT RESEARCH RE: FILING OF MOTIONS WITH 9TH CIRCUIT
08/07/2001	PATTERSON CM	0.4	\$140.00	56	MEET WITH ATTORNEY TO DISCUSS FILING MOTION TO CONSOLIDATE AND DOCKETING STATEMENT FOR LAGUNA AND
08/07/2001	PATTERSON CM	6.2	\$140.00	868	PREPARE MOTION TO CONSOLIDATE AND DOCKETING STATEMENT IN VARIOUS DOCKETS FOR PIESNO AND LAGUNA FOR
08/21/2001	PATTERSON CM	0.5	\$140.00	70	CITECHECK CONTRACT TERMINATION DOCUMENT
08/08/2001	PATTERSON CM	2.3	\$140.00	322	SEARCH FOR/Obtain/ORDER MARCH 25, 2001 FILING IN ELO1-75-000
09/04/2001	DENNISON MA	0.5	\$120.00	60	SEARCH FOR/Obtain/ORDER NEW ORDERS ON CASE DOCKET USING FERC WEBSITE
08/17/2001	DENNISON MA	6.2	\$120.00	744	ATTEND ORAL ARGUMENTS AT FERC
08/01/2001	DENNISON MA	2.5	\$120.00	300	CITECHECK REPLY BRIEF ON EXCEPTIONS
08/01/2001	DENNISON MA	2	\$120.00	240	COMMUNICATE/COORDINATE WITH K. BARAN AND CLIENT RE: LOGISTICS FOR FRIDAY/R/S FILING
08/02/2001	DENNISON MA	1.2	\$120.00	144	CITECHECK REPLY BRIEF ON EXCEPTIONS
10/17/2001	DENNISON MA	6	\$120.00	720	CITECHECK OPENING BRIEF FOR PETITIONERS
10/17/2001	DENNISON MA	1.5	\$120.00	180	PREPARE TABLE OF AUTHORITIES AND TABLE OF CONTENTS FOR OPENING BRIEF
11/16/2001	DENNISON MA	0.5	\$120.00	60	SEARCH FOR/Obtain/ORDER DUE DATE OF REPLY BRIEFS IN 9TH CIRCUIT APPEAL
11/21/2001	DENNISON MA	1	\$120.00	120	SEARCH FOR/Obtain/ORDER CERTIFICATE OF SERVICE SIGNED BY FERC COUNSEL INDICATING SERVICE DATE
11/29/2001	DENNISON MA	0.5	\$120.00	60	SEARCH FOR/Obtain/ORDER DUE DATE OF INTERVENOR BRIEF
09/20/2001	DENNISON MA	1.5	\$120.00	180	CITECHECK PETITION DECLARATION
09/28/2001	DENNISON MA	1	\$120.00	120	SEARCH FOR/Obtain/ORDER CASES FOR K. BARAN FROM WESTLAW
11/14/2001	DENNISON MA	1	\$120.00	120	CITECHECK WORK PRODUCT MEMO FOR J. MOOT
11/26/2001	DENNISON MA	2.5	\$120.00	300	CITECHECK PINPOINT CITES FOR ATTORNEY WORK PRODUCT
08/06/2001	DENNISON MA	5	\$120.00	600	PREPARE REPLY BRIEF FOR FILING AND SERVICE
08/08/2001	DENNISON MA	7	\$120.00	840	CITECHECK REPLY TO SUMMARY MOTIONS
08/09/2001	DENNISON MA	6	\$120.00	720	CITECHECK REPLY TO MOTION FOR SUMMARY DISPOSITION
08/10/2001	DENNISON MA	10	\$120.00	1,200	PREPARE REPLY TO MOTION FOR SUMMARY DISPOSITION FOR FILING AND SERVICE
08/12/2001	DENNISON MA	2	\$120.00	240	SEARCH FOR/Obtain/ORDER CASES CITED BY PEDE IN REPLY TO MOTTO FOR SUMMARY JUDGMENT BY CONDUCTING WE
08/16/2001	DENNISON MA	8.5	\$120.00	1,020	PREPARE DEPOSITIONS, AFFIDAVITS, COPIES OF CONTRACT, AND SUPPLIES FOR HEARING
08/16/2001	DENNISON MA	1.7	\$120.00	204	SEARCH FOR/Obtain/ORDER CASES CITED BY STAFF IN REPLY TO SUMMARY DISPOSITION
08/21/2001	DENNISON MA	1	\$120.00	120	MEET WITH K. BARAN TO DISCUSS ORAL ARGUMENTS AND ALJ ORDERS
09/04/2001	DENNISON MA	1	\$120.00	120	MEET WITH K. BARAN RE: FILINGS AND SETTLEMENT DEVELOPMENTS DURING ABSENCE
09/18/2001	DENNISON MA	3.5	\$120.00	420	ASSEMBLE ANSWER TO EMERGENCY FILING AND UNAUTHORIZED PLEADING
09/18/2001	DENNISON MA	1	\$120.00	120	CITECHECK ANSWER TO EMERGENCY MOTION
09/19/2001	DENNISON MA	0.5	\$120.00	60	SEARCH FOR/Obtain/ORDER FERC ORDERS IN ERO1-1639 ON RIMS/CIPS
10/01/2001	DENNISON MA	1.5	\$120.00	180	SEARCH FOR/Obtain/ORDER NEW ORDERS ON FERC WEBSITE
10/01/2001	DENNISON MA	1	\$120.00	120	CITECHECK BRIEF ON EXCEPTIONS
10/02/2001	DENNISON MA	6.5	\$120.00	780	CITECHECK BRIEF ON EXCEPTIONS
10/03/2001	DENNISON MA	6.5	\$120.00	780	CITECHECK BRIEF ON EXCEPTIONS

10/03/2001	DENNISON MA	1.5	\$120.00	180 PREPARE CERTIFICATE OF SERVICE, COVER SHEET AND TABLE OF CONTENTS FOR BRIEF ON EXCEPTIONS
10/04/2001	DENNISON MA	6	\$120.00	720 CITECHECK BRIEF ON EXCEPTIONS
10/09/2001	DENNISON MA	1.5	\$120.00	180 REVIEW BRIEF ON EXCEPTIONS FOR CONTENT
10/09/2001	DENNISON MA	0.5	\$120.00	60 COMMUNICATE/COORDINATE WITH C. GRIGUCH AND K. BARAN RE: PROCEDURAL SCHEDULE AND RECENT CHANGES
10/09/2001	DENNISON MA	2	\$120.00	240 CONDUCT RESEARCH RE: FERC ORDERS IN PGE DOCKET'S USING FERC WEBSITE
10/11/2001	DENNISON MA	1.5	\$120.00	180 CITECHECK BRIEF OPPOSING EXCEPTIONS
10/11/2001	DENNISON MA	3	\$120.00	360 PREPARE COVER SHEET, CERTIFICATE OF SERVICE AND TABLE OF CONTENTS TO BRIEF OPPOSING EXCEPTIONS
10/12/2001	DENNISON MA	5	\$120.00	600 PREPARE BRIEF OPPOSING EXCEPTIONS FOR FILING AT FERC
10/15/2001	DENNISON MA	0.8	\$120.00	96 SEARCH FOR/OBTAIN/ORDER DRAFT ORDER TO BE ISSUED 10/24/01 FROM FERC MONTHLY MEETING
10/15/2001	DENNISON MA	1	\$120.00	120 SEARCH FOR/OBTAIN/ORDER NEW ORDERS FOR DOCKET NO. ERO1-1639 ON FERC WEBSITE
10/16/2001	DENNISON MA	1	\$120.00	120 SEARCH FOR/OBTAIN/ORDER FERC ORDERS ON WEBSITE
10/18/2001	DENNISON MA	10.5	\$120.00	1,260 ASSIST WITH COURT OR OTHER AGENCY FILING OF OPENING BRIEF, ASSEMBLE EXCEPT OF THE RECORD, ADDENDUM TO
10/19/2001	DENNISON MA	6	\$120.00	720 ASSIST WITH COURT OR OTHER AGENCY FILING OF 9TH CIRCUIT COURT FILING OF ADDENDUM AND EXCEPT OF THE RE
10/23/2001	DENNISON MA	0.5	\$120.00	60 SEARCH FOR/OBTAIN/ORDER NEW ORDERS RELEASED BY FERC ON FERC WEBSITE
11/20/2001	DENNISON MA	4	\$120.00	480 ASSIST WITH FERC FILING OF REQUEST FOR REHEARING BY PREPARING CERTIFICATE OF SERVICE, TABLE OF CONTENTS
11/27/2001	HIXSON DH	0.5	\$105.00	53 SEARCH FOR/OBTAIN/ORDER FERC ORDERS ON WESTLAW
09/05/2001	HIXSON DH	1.2	\$105.00	126 SEARCH FOR/OBTAIN/ORDER FERC ORDERS RE: APPLICATIONS TO TRANSFER TRANSMISSION ASSETS TO A SUBSIDIAR
09/05/2001	HIXSON DH	0.3	\$105.00	32 COMMUNICATE/COORDINATE W/ EDC DOCUMENT SERVICE TO ORDER APPLICATIONS TO TRANSFER JURISDICTIONAL TH
09/05/2001	HIXSON DH	2	\$105.00	210 REVIEW FERC ORDERS ON APPLICATIONS TO TRANSFER TRANSMISSION FACILITIES TO A SUBSIDIARY COMPANY MADE
09/06/2001	HIXSON DH	3.1	\$105.00	326 REVIEW APPLICATIONS TO TRANSFER JURISDICTIONAL TRANSMISSION ASSETS FOR LANGUAGE RE: METERING, DIVIS
09/07/2001	HIXSON DH	2.6	\$105.00	273 DRAFT/REVISE MEMO TO K. BARAN RE: KEY SECTIONS AND ARGUMENTS MADE IN TRANSCO APPLICATIONS TO TRANSFER
09/07/2001	HIXSON DH	3.8	\$105.00	399 REVIEW APPLICATIONS TO TRANSFER JURISDICTIONAL TRANSMISSION ASSETS FOR LANGUAGE RE: METERING, THE D
09/08/2001	HIXSON DH	3.1	\$105.00	326 DRAFT/REVISE MEMO TO: K. BARAN RE: KEY SECTIONS AND ARGUMENTS MADE IN TRANSCO APPLICATIONS RE: JURISDI
09/09/2001	HIXSON DH	3.8	\$105.00	399 DRAFT/REVISE MEMO TO K. BARAN RE: KEY SECTIONS AND ARGUMENTS MADE IN TRANSCO APPLICATIONS RE: JURISDI
09/10/2001	HIXSON DH	3.1	\$105.00	326 CITECHECK MEMO TO CLIENT
09/12/2001	HIXSON DH	0.8	\$105.00	84 CITECHECK MEMO RE: POTENTIAL METERING REQUIREMENTS
09/26/2001	HIXSON DH	2.6	\$105.00	273 SEARCH FOR/OBTAIN/ORDER PGE STANDARDS OF CONDUCT FILINGS ON LEXIS AND FERC WEB SITE
09/27/2001	HIXSON DH	0.8	\$105.00	84 SEARCH FOR/OBTAIN/ORDER FERC ORDERS RELATING TO PGE STANDARDS OF CONDUCT
10/03/2001	HIXSON DH	3	\$105.00	315 SEARCH FOR/OBTAIN/ORDER PETITIONS FOR DECLARATORY ORDER APPROVING PROPOSED JURISDICTIONAL SEPARATE
10/22/2001	HIXSON DH	0.5	\$105.00	53 COMMUNICATE/COORDINATE WITH K. BARAN AND C. FERREIRA RE: PGE CONTRACT CHART ASSIGNMENT
10/24/2001	HIXSON DH	2.5	\$105.00	263 REVIEW CONTRACT CHART AND COMPARE TO PGE'S MATTER CONTRACT LIST (120): IDENTIFY MISSING CONTRACTS AND
11/08/2001	HIXSON DH	0.7	\$105.00	74 SEARCH FOR/OBTAIN/ORDER ORDERS RE MIDWEST ISO AND CALIFORNIA ISO AND DELIVER TO ATTORNEY
11/16/2001	HIXSON DH	2.5	\$105.00	263 CONDUCT RESEARCH RE: CASES IN WHICH FERC APPROVED EQUITY RATIOS OF LESS THAN 25 PERCENT
09/21/2001	HIXSON DH	0.9	\$105.00	95 SEARCH FOR/OBTAIN/ORDER INITIAL DECISION BY MONITORING FERC WEB SITE AND COORDINATE WITH EDC DOCUM
08/28/2001	HIXSON DH	4	\$75.00	300 SEARCH FOR/OBTAIN/ORDER AMERICAN TRANSN. CO. SERVICE AGREEMENTS, OPERATION AND MAINTENANCE AGREEME
08/16/2001	HIXSON DH	0.4	\$75.00	30 COMMUNICATE/COORDINATE WITH M. DENNISON AND C. GRIGUCH ABOUT PROCEDURE FOR FRIDAY/RS FILING OF CR
08/17/2001	HIXSON DH	1.2	\$75.00	90 PREPARE CROSS-ANSWERING TESTIMONY FOR FERC FILING
08/23/2001	HIXSON DH	1.2	\$75.00	90 SEARCH FOR/OBTAIN/ORDER PINPOINT CITES FOR MOTION FOR APPOINTMENT OF SETTLEMENT JUDGE FROM WESTLAW
08/23/2001	HIXSON DH	2.1	\$75.00	158 COMMUNICATE/COORDINATE WITH M. DENNISON, L. VAN BUITEN, AND K. BARAN ABOUT MY DUTIES CONCERNING PGE
08/24/2001	HIXSON DH	0.5	\$75.00	38 COMMUNICATE/COORDINATE WITH K. BARAN ABOUT MOTION FOR APPOINTMENT OF SETTLEMENT JUDGE FILING AND
08/24/2001	HIXSON DH	0.2	\$75.00	15 SEARCH FOR/OBTAIN/ORDER FILINGS AND ORDER IN DOCKET ERO1-1639-000
08/27/2001	HIXSON DH	0.9	\$75.00	68 DRAFT/REVISE MOTION OF PGE TO MODIFY TREATMENT OF JOINT REVIEW ISSUE IN PROPOSED DECISION
08/28/2001	HIXSON DH	0.7	\$75.00	53 REVIEW DRAFT OF INITIAL DECISION AND ADD PINPOINT CITES

08/29/2001	HIXSON DH	0.3	\$75.00	23	REVIEW DRAFT OF INITIAL DECISION AND ADD PINPOINT CITE
08/30/2001	HIXSON DH	4.2	\$75.00	330	CITECHECK DRAFT OF INITIAL DECISION TO BE FILED AUGUST 31
08/30/2001	HIXSON DH	3.4	\$75.00	255	DRAFT/REVISE INITIAL DECISION TO INCLUDE LIST OF ATTORNEYS WHO APPEARED IN PROCEEDING
08/31/2001	HIXSON DH	1.2	\$75.00	90	DRAFT/REVISE MEMO TO M. DENNISON DETAILING ACTIVITY IN PG&E CASE
08/31/2001	HIXSON DH	0.7	\$75.00	53	SEARCH FOR/OBTAIN/ORDER PINPOINT CITES INCLUDED IN INITIAL DECISION
08/21/2001	MAVER DA	3.5	\$75.00	263	CITECHECK CONTRACT TERMINATION DOCUMENT FOR THE FERD
TOTAL		208.9		23,646	

SKADDEN DUPLICATE TIME ENTRIES
 Fee Application covering 8/01/01 - 11/30/01

BARAN KK	08/21/2001	10.3	\$235.00	\$2,421 REVIEW DEPOSITIONS (4.20); ANALYZE WESTERN FILINGS RE: JOINT REVIEW FOR OTHER RATE CHANGES (1.20); DRAFT MEMO WITH ANALYSIS (1.80); READ TRANSCRIPT OF ORAL ARGUMENT (3.10)
BARAN KK	08/21/2001	10.3	\$235.00	\$2,421 REVIEW DEPOSITIONS (4.20); ANALYZE WESTERN FILINGS RE: JOINT REVIEW FOR OTHER RATE CHANGES (1.20); DRAFT MEMO WITH ANALYSIS (1.80); READ TRANSCRIPT OF ORAL ARGUMENT (3.10)
RUNYON EL	08/21/2001	9.1	\$290.00	\$2,639 RESEARCH GOOD FAITH NEGOTIATIONS
RUNYON EL	08/21/2001	9.1	\$290.00	\$2,639 RESEARCH GOOD FAITH NEGOTIATIONS
KHAN FH	08/21/2001	8.2	\$235.00	\$1,927 RESEARCH AND MEMO RE: BREACH AND CURE
KHAN FH	08/21/2001	8.2	\$235.00	\$1,927 RESEARCH AND MEMO RE: BREACH AND CURE
		55.2		\$13,973
Subtotal reduction - 50%				<u>\$6,987</u>

SKADDEN AIR TRAVEL

Fee Application covering 8/01/01 - 11/30/01

07/31/2001	\$1,296.75	AIR TRAVEL	E.Runyon, SF - Dulles
08/01/2001	\$3,341.20	X AIR TRAVEL	J.S. Moot, Round Trip - Dulles/Sacramento
08/09/2001	\$2,223.04	AIR TRAVEL	G.M.Bernstein, Round Trip - Dulles/SF
08/13/2001	\$3,298.68	X AIR TRAVEL	J.S. Moot, Round Trip - Dulles/SF
10/15/2001	\$3,303.18	X AIR TRAVEL	J.S. Moot, Round Trip - Dulles/SF
10/15/2001	\$2,067.30	AIR TRAVEL	G.M.Bernstein, Round Trip - Dulles/SF
10/15/2001	\$1,033.65	AIR TRAVEL	J.S. Christie, Dulles-SF
10/16/2001	\$1,033.65	AIR TRAVEL	J.S. Christie, SF - Dulles
11/06/2001	\$2,143.80	AIR TRAVEL	G.M.Bernstein, Round Trip - Dulles/SF
11/18/2001	\$3,303.18	X AIR TRAVEL	J.S. Moot, Round Trip - Dulles/SF
	\$23,044.43		

X - Appears to be first class airfare

Suggested Reduction:

\$4,589.06

Winston & Strawn

Non-Working Travel in Excess of 2 hours per leg of trip after 9/11/01 pursuant to
Judge Montali's Memorandum Decision

Section G	Dankner	.5 excess @ \$375	\$ 187.50
Section G	Repka	6.5 excess @ \$325	2,112.50
Section G	Whittaker	0.5 excess @ \$300	150.00
Section B	Repka(11/15)	6 excess @ \$325	1,950.00
Section B	Whittaker.(11/12)	6.5 excess @ \$300	1,950.00
Section B	Whittaker (11/14)	6.5 excess @ \$300	<u>1,950.00</u>
	Total adjustment should be:		<u>\$8,300.00</u>